

U.S. Department of Justice
Washington, DC 20530

OMB NO. 1124-0003; Expires February 28, 2014

**Amendment to Registration Statement
Pursuant to the Foreign Agents Registration Act of
1938, as amended**

INSTRUCTIONS. File this amendment form for any changes to a registration. Compliance is accomplished by filing an electronic amendment to registration statement and uploading any supporting documents at <http://www.fara.gov>.

Privacy Act Statement. The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <http://www.fara.gov>.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average 1.5 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterespionage Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant Portland PR Inc.	2. Registration No. 6406 Sam 6064
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3. This amendment is filed to accomplish the following indicated purpose or purposes:

- ☐ To give a 10-day notice of change in information as required by Section 2(b) of the Act.
- ☒ To correct a deficiency in
 - ☒ Initial Statement
 - ☒ Supplemental Statement for the period ending 03/19/2012
 - ☐ Other purpose (specify) _____
- ☐ To give notice of change in an exhibit previously filed.

4. If this amendment requires the filing of a document or documents, please list:

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. (If space is insufficient, a full insert page must be used.)

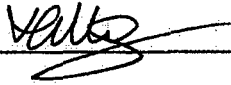
See following pages.

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to the truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)

(Print or type name under each signature or provide electronic signature¹)



TIM ALLAN

PRESIDENT

PORTLAND PR INC.

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¹ This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

Supplement to Amendment to Registration Statement and Supplement

Amendment to Registration Statement dated 9/19/2011 (the "Registration Statement")

Item 7 is amended to delete the identification of the foreign principal as "Portland PR Ltd." on behalf of the Republic of Kazakhstan and to replace it as follows: Republic of Kazakhstan, Ministry of Foreign Affairs of the Republic of Kazakhstan, 31 Kunaev Street, Astana, 010000, Kazakhstan, acting through Windrush Ventures No. 3 LP, 50 Broadway, London, SW1H 0BL (UK), acting through Windrush Ventures Limited, 50 Broadway, London, SW1H 0BL (UK), acting through Portland PR Limited, 1 Red Lion Court, EC4A 3EB London U.K.

Item 12 is amended to delete the identification of the foreign principal as "Portland PR Ltd." on behalf of the Republic of Kazakhstan and to replace it as follows: Republic of Kazakhstan, Ministry of Foreign Affairs of the Republic of Kazakhstan, 31 Kunaev Street, Astana, 010000, Kazakhstan, acting through Windrush Ventures No. 3 LP, 50 Broadway, London, SW1H 0BL (UK), acting through Windrush Ventures Limited, 50 Broadway, London, SW1H 0BL (UK), acting through Portland PR Limited, 1 Red Lion Court, EC4A 3EB London U.K.

Amendments to Exhibit A to the Registration Statement

Items 3 and 4 are amended to delete the identification of the foreign principal as "Portland PR Ltd." on behalf of the Republic of Kazakhstan and to replace it as follows: Republic of Kazakhstan, Ministry of Foreign Affairs of the Republic of Kazakhstan, 31 Kunaev Street, Astana, 010000, Kazakhstan, acting through Windrush Ventures No. 3 LP, 50 Broadway, London, SW1H 0BL (UK), acting through Windrush Ventures Limited, 50 Broadway, London, SW1H 0BL (UK), acting through Portland PR Limited, 1 Red Lion Court, EC4A 3EB London U.K.

Item 5 is amended to delete identification of the foreign principal as a "corporation," and to replace it with identification of the foreign principal as a "foreign government."

Item 6 is amended to identify the Ministry of Foreign Affairs of the Republic of Kazakhstan as the branch or agency represented, and to identify Denis Rogov, Project Leader, as the official with whom the registrant deals in that connection.

Items 8, 9 and 10 are amended to delete the answers without replacement.

Amendments to Exhibit B to the Registration Statement

Item 3 is amended to delete the identification of the foreign principal as "Portland PR Ltd." on behalf of the Republic of Kazakhstan and to replace it as follows: Republic of Kazakhstan, Ministry of Foreign Affairs of the Republic of Kazakhstan, 31 Kunaev Street, Astana, 010000, Kazakhstan, acting through Windrush Ventures No. 3 LP, 50 Broadway, London, SW1H 0BL (UK), acting through Windrush Ventures Limited, 50 Broadway, London, SW1H 0BL (UK), acting through Portland PR Limited, 1 Red Lion Court, EC4A 3EB London U.K.

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Item 4 is amended to delete the check in the box, and the attached Memorandum of Understanding.

Item 6 is amended to check the box.

Item 7 is amended to add the following:

The Republic of Kazakhstan has engaged Windrush Ventures No. 3 LP (which in turn has engaged its affiliate Windrush Ventures Limited) ("WVL") to provide strategic advice on the national political and economic reform agenda. Introduction of a more transparent communications function within the Government is one element of the reform agenda and part of the project. WVL contracted with Portland PR Ltd. ("Portland UK"), a UK-registered public affairs consulting company, to provide such services and—as contemplated between WVL and Portland UK—Portland UK turned to Portland PR Inc., a corporation organized in the United States with its principal place of business in New York City, to provide support for the project. This arrangement, to which Portland PR Inc. became a party in September 2011, is that Portland UK conducts most of the work but occasionally calls upon Portland PR Inc. to provide services to the project in the United States with respect to communication about the reform program. More specifically, these services provided by Portland PR Inc. from time to time entail narrative development, writing, planning and coordination, media monitoring, media and third-party outreach, crisis communications support and occasional visits to Astana (the capital of the Republic of Kazakhstan) as required.

The arrangement calls for Portland UK to be paid fees and expenses (travel, accommodations, meals and associated project expenses) for the period from September 5, 2011 to September 4, 2012, and for the period from October 8, 2012 to October 7, 2013.

The arrangement further calls for Portland UK to pay some of this amount to Portland PR Inc. for services rendered and costs incurred in the United States. Fee payments to Portland PR Inc. were \$179,466 for the period from September 5, 2011 to September 4, 2012, and have yet to be determined for the period from October 8, 2012 to October 7, 2013.

As indicated in the Registration Statement, the Registrant's work on this engagement is performed under the direction of its General Manager Charles McLean. Mr. McLean reports to Martin Sheehan, a Portland PR Ltd. Partner, and together they report to the Ministry of Foreign Affairs of the Republic of Kazakhstan.

Item 8 is amended to delete the original responses in its entirety, and to incorporate the response to Item 7 by reference.

Amendment to Supplemental Statement dated 04/20/2012

Items 2(b) and 2(c) are amended to check the box "yes," and to add the following text: As of April 6, 2012, controlling interest in each of Portland PR Ltd. and Portland PR Inc. is owned indirectly by Omnicom Group Inc., a public NYSE-listed corporation incorporated in New York.

Item 9 is amended to delete the identification of the foreign principal as "Portland PR Ltd." on behalf of the Republic of Kazakhstan and to replace it as follows: Republic of Kazakhstan, Ministry of Foreign Affairs of the Republic of Kazakhstan, 31 Kunaev Street, Astana, 010000, Kazakhstan, acting through Windrush Ventures No. 3 LP, 50 Broadway, London, SW1H 0BL (UK), acting through Windrush Ventures Limited, 50 Broadway, London, SW1H 0BL (UK), acting through Portland PR Limited, 1 Red Lion Court, EC4A 3EB London U.K.

Item 11 is amended to delete the description that currently appears and to replace it as follows: Portland PR, Inc. has provided strategic and public affairs consulting and media outreach service to its foreign principal, the Republic of Kazakhstan. These services provided by Portland PR Inc. from time to time entail narrative development, writing, planning and coordination, media monitoring, media and third-party outreach, crisis communications support and occasional visits to Astana (the capital of the Republic of Kazakhstan) as required. Within the reporting period such work more specifically has included the provision of training to government communications staff in crisis communications technique and practice; drafting and discussing with client personnel a communications strategy for 2013; and providing advice on speeches by government Ministers.

Item 14(a) is amended to replace the identification of "Portland PR Ltd." as foreign principal with "Republic of Kazakhstan."

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